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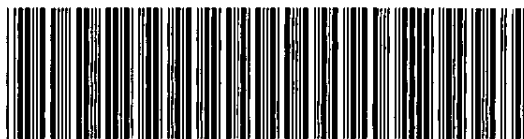
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Special Instructions to Filing Officer:

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2007 DEC 19 PM 4:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 19 2007

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Waterford Estates Homeowners Association, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Dale G. Westling, Sr., Esquire  
Name (Printed or typed)

331 East Union Street  
Address

Jacksonville, Florida 32202  
City, State & Zip

(904) 356-2341  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 10, 2007

DALE G. WESTLING SR. ESQ  
331 EAST UNION STREET  
JACKSONVILLE, FL 32202

SUBJECT: WATERFORD ESTATES HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W07000059782

We have received your document for WATERFORD ESTATES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please put the address of the registered agent in article VII.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 207A00069338

FILED

2007 DEC 19 PM 4: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**WATERFORD ESTATES HOMEOWNERS ASSOCIATION, INC.**

**A CORPORATION NOT-FOR-PROFIT**

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be:

WATERFORD ESTATES HOMEOWNERS ASSOCIATION, INC.  
(hereinafter referred to as the "Association").

**ARTICLE II. PURPOSE**

The purposes and object of the Association shall be to administer the operation and management of the lots located on the streets which are referenced in the exhibit attached hereto. These streets are located in the development known as SWEETWATER CREEK SOUTH in Duval County, Florida. Furthermore, these streets are referenced in that certain declaration of covenants, conditions, and restrictions for the development originally known as SWEETWATER CREEK SOUTH. These covenants and restrictions have been duly recorded in the Public Records of Duval County, Florida. Those covenants and restrictions shall continue to encumber the lots and home sites on the streets which are referenced in the attached exhibit. An additional purpose of the Association is to operate, maintain, and manage the storm water management system in the development in a manner consistent with the requirements and applicable District rules set out by the St. Johns River Water Management Authority; and further, to assist in the enforcement of the restrictions and covenants that encumber the properties referenced in the attached exhibit "A".

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, and the By-Laws of the Association.

**ARTICLE III. POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Lots, Common Area and the Maintenance Area.
2. Own, hold, improve, build upon, maintain, operate, lease, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association.
3. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.
4. Tax, levy, collect and enforce payment by all lawful means all charges or assessments against members of the Association and their Lots to defray the common expense of the Development, as will be provided in the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing, and otherwise dealing with the Common Area, the Maintenance Area and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development, and to pay all expenses including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct or business of the Association, and to pay the cost of maintenance and the operation of the stormwater management system (including work performed in the retention areas, drainage structures and drainage easements).
5. Maintain, repair, replace, operate and manage the Common Area, Maintenance Area, including without limitation, the stormwater management system serving the Development (including but not limited to , retention areas, drainage structures and drainage easements) and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Maintenance Area and other property owned by the Association.
6. Contract for the management of the Development, the Common Area, the Maintenance Area and other property owned by the association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the By-Laws.

7. Enforce the provisions of these Articles of incorporation, the By-Laws, and all rules and regulations governing the use of the Development which may hereafter be established.

#### **ARTICLE IV. QUALIFICATION OF MEMBERS**

The qualification of members, manner of their admission to and termination of membership shall be as follows:

- A. The owners (as defined in the declaration and by the By-Laws) of all the Lots in the Development, as set out in Exhibit "A", shall be members of the Association, and no other persons or entities shall be entitled to membership, except subscribers hereof.
- B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot.
- C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new member.
- D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot or it is owned by more than one person, the Lot owner shall designate one person as the member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, or the By-Laws.
- E. Except as an appurtenance to his Lot, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the By-Laws hereof.

#### **ARTICLE V. VOTING**

- A. There shall be two classes of voting membership which classes are more fully defined in the By-Laws.
- B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each "Developed Lot" in the Development. Such vote may be exercised or cast by the owner or owners in such manner as may be provided in the By-Laws of this Association. Should any member own more than one Lot, each Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the By-Laws.

#### ARTICLE VI. TERM OF EXISTENCE

Existence of this association shall commence with the filing of these Articles with the Secretary of the State, Tallahassee, Florida. The Association shall have the perpetual existence.

#### ARTICLE VII. OFFICE

The principal office of the Association shall be 4003 HARTLEY ROAD  
JACKSONVILLE, FL 32257, or such other place as the Board of  
Directors may designate. The address of the registered office and the name of the initial  
Registered Agent are: BRYAN CANTRELL, 4003 Hartley Road  
Jacksonville, FL 32257

#### ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The Number of members of the first Board of Directors shall be three.

B. The Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the By-Laws.

C. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

##### Director

##### Address

HARRY P. LYSINGER

4003 HARTLEY ROAD  
JACKSONVILLE, FL 32257

WILLIAM VOORHEES

4003 HARTLEY ROAD  
JACKSONVILLE, FL 32257

CHARLES S. KOVARIK

4003 HARTLEY ROAD  
JACKSONVILLE, FL 32257

#### ARTICLE IX. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agents, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member, Director or Officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President	<u>HARRY P. LYSINGER</u>
Vice President	<u>WILLIAM VOORHEES</u>
Secretary/Treasurer	<u>CHARLES S. KOVARIK</u>

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The president shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice president shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

#### ARTICLE X. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.

B. The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

#### ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.
2. The president, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days not later than sixty (60) days from the date on which the Board of Directors



approve the amendment proposal. Each member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10 ) days nor more than thirty (30) days before the date set for such a meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the members of each class entitled to vote and a majority vote of all members in order for such amendment or amendments to become effective. If so approved, a certified copy of said amendment or amendments shall be filed in the office of the Secretary of the State of the State of Florida and recorded in the public records of Duval County, Florida.

#### **ARTICLE XII. INDEMNITY**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement. The Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or officer may be entitled.

#### **ARTICLE XIII. NON-PROFIT STATUS**

No part of the income of this corporation shall be distributed to the members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

**ARTICLE XIV. RULES OF THE ST. JOHNS RIVER WATER  
MANAGEMENT DISTRICT**

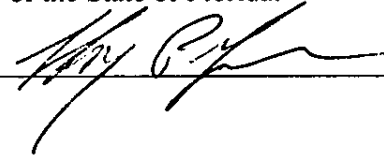
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XV. SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:

<u>HARRY P. LYSINGER</u>	<u>4003 HARTLEY ROAD</u> <u>JACKSONVILLE, FL 32257</u>
<u>WILLIAM VOORHEES</u>	<u>4003 HARTLEY ROAD</u> <u>JACKSONVILLE, FL 32257</u>
<u>CHARLES S. KOARIK</u>	<u>4003 HARTLEY ROAD</u> <u>JACKSONVILLE, FL 32257</u>

In witness whereof, we, the undersigned subscribing incorporators have hereunto set our hands and seal this 20<sup>th</sup> day of NOVEMBER, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted

That WATERFORD ESTATES HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Jacksonville, County of Duval, State of Florida, has named BRYAN CANTRELL

as its agent to accept service of process within this state.

Having been named to except service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

REGISTERED AGENT

Bryan K. Cantrell

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn and subscribed before me this 26<sup>TH</sup> day of NOVEMBER,  
2007, by BRYAN K. CANTRELL who is personally known to me.

Wendy Perez  
Notary Public, State of Florida



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**STREETS IN WATERFORD ESTATES:**

Lake Fern Dr.  
Oliver Creek Dr.  
London Lake Dr.  
Colby Creek Dr.  
Liberty Lake Dr.  
Madison Creek Dr.  
Rainbow Lake Ct.  
Hansen Creek Dr.

Crest Creek Dr.  
Keaton Lake Dr.  
Spring Ridge Dr.  
Orchard Lake Dr.  
White Water Ct.  
Hazel Creek Ct.  
Loon Lake Ct.

Alden Bridge Dr.  
Jackson Creek Dr.  
Spring Ridge Ct.  
Summit Lake Dr.  
Brandon Lake Dr.  
Rainbow Lake Dr.  
Baxter Lake Dr.

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